

**DONELAN, CLEARY, WOOD & MASER, P.C.** APR 29 '98

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ATTORNEYS AND COUNSELORS AT LAW

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April 29, 1998

New Recordation No. 21209-B

Dear Mr. Williams:

On behalf of Flex Leasing Corporation, I submit for filing and recording under U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Supplement ("Supplement"), executed April 29, 1998.

The parties to the enclosed Supplement are:

Flex Leasing Corporation - LESSOR  
Suite 300  
234 Front Street  
San Francisco, CA 94111

Commercial Metals Company - LESSEE  
10th Floor  
7800 Stemmons Freeway  
Dallas, TX 75247

The said Supplement, among other things, acts to add the equipment listed in Annex A to an existing lease, a memorandum of which is filed under Recordation No. 21209, and the Supplement should be filed under the next available letter under Recordation No. 21209, which letter we believe to be "-B."

The equipment covered by the instant Supplement is as identified in Annex A thereto (copy attached), namely one hundred eighteen gondola cars.

A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Covers 118 66' mill gondolas SMPX numbers as listed in Annex A."

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21092-E."

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

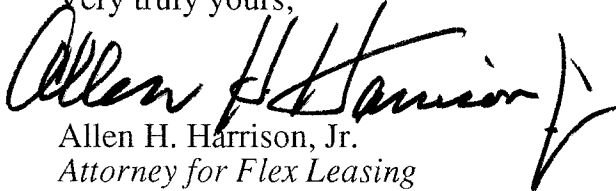
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*Counterparts - G. H. Hamer*

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr.", with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Flex Leasing  
Corporation, for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures

BY HAND

8357-020

**ANNEX A**

**Description of Equipment**

One Hundred Eighteen (118) 66' Mill Gondola Railcars all of which have the following car initials and numbers (all numbers are inclusive):

SMPX 8082 - SMPX 8149  
 SMPX 8151 - SMPX 8171  
 SMPX 8174  
 SMPX 8176 - SMPX 8188  
 SMPX 8191  
 SMPX 8199  
 SMPX 8201 - SMPX 8203  
 SMPX 8205 - SMPX 8207  
 SMPX 8209 - SMPX 8215

## MEMORANDUM OF SUPPLEMENT

APR 29 '98

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**FLEX LEASING CORPORATION** filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21209, on February 4, 1998 and (b) the Registrar General of Canada (the "RGC") on the 5th day of February, A.D. 1998 at 1:45 p.m.; and (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-A on March 3, 1998 and (b) the RGC on the 4th day of March, A.D. 1998 at 2:00 p.m., relating to the lease described below:

That certain lease (the "Lease") dated as of January 12, 1998, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, **COMMERCIAL METALS COMPANY**, a Delaware partnership ("Lessee"), having its chief executive office at 7800 Stemmons Freeway, 10th Floor, Dallas, Texas 75247.

Lessor and Lessee have added additional railcars to the lease and wish to supplement the Memorandum of Lease.

On January 12, 1998, Lessor leased to Lessee the additional railcars as identified in the attached Annex A.

[Remainder of page intentionally left blank.]

IN WITNESS THEREOF, this Memorandum of Supplement has been duly executed  
on this the 29<sup>th</sup> day of APRIL, 1998.

**FLEX LEASING CORPORATION**

By: Ross Sullivan

Name: Ross Sullivan

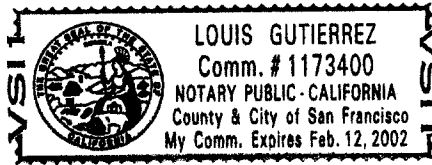
Title: Treasurer

STATE OF CALIFORNIA            )  
  ) SS:  
COUNTY OF SAN FRANCISCO    )

On this the 27<sup>th</sup> day of April, 1998, personally came before me Ross Sullivan, who, being by me duly sworn, says he is Treasurer of FLEX LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Treasurer acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 27<sup>th</sup> day of April, 1998.

SEAL



Louis Gutierrez

Notary Public

My commission expires: 2/12/2002

## ANNEX A

### **Description of Equipment**

One Hundred Eighteen (118) 66' Mill Gondola Railcars all of which have the following car initials and numbers (all numbers are inclusive):

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SMPX 8201 - SMPX 8203  
SMPX 8205 - SMPX 8207  
SMPX 8209 - SMPX 8215